

# Southern Pacific Transportation Company

JOHN J. CORRIGAN  
GENERAL SOLICITOR

ARNOLD I. WEBER  
JOHN MACDONALD SMITH  
RICHARD S. KOPF  
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
MICHAEL A. SMITH  
LOUIS P. WARCHOT  
GREG CUNNINGHAM  
WILLIAM E. SAUL  
GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER  
(415) 541-1752

Southern Pacific Building - One Market Street  
San Francisco, California 94105  
(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

HAROLD S. LEVITZ  
DAVID W. LONG  
CAROL A. HARRIS  
STUART E. VAUGHN  
CRAIG J. WHITNEY  
JANN FINGARETTE HASSE  
JOHN K. WYMA  
GARY A. LAAKSO  
ASSISTANT GENERAL ATTORNEYS

JONATHAN M. FIL  
ORENE M. CURTIS  
STEPHEN A. ROBERTS  
GEORGE WAILES  
CURT A. SCHULTZ  
LAWRENCE P. RIFF  
WAYNE M. BOLIO  
LAUDE F. KOLM  
ATTORNEYS

INTERSTATE COMMERCE COMMISSION August 1, 1984

4-222A051

No.

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

Date AUG 9 1984

Fee \$ 40.00

ICC Washington, D. C.

RE: I.C.C. Finance Docket No. 26168 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 46

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts each of Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, both dated as of June 30, 1984, to Equipment Trust Agreement dated as of April 1, 1970, creating Southern Pacific Company Equipment Trust, Series No. 46, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1970, recorded on May 19, 1970, at 4:25 PM, assigned Recordation No. 5723;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5723-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5723-B;

RECORDATION NO. 5723  
AUG 9 1984

RECORDATION NO. 5723  
AUG 9 1984

INTERSTATE COMMERCE COMMISSION

ICC  
AUG 9 11 08 AM '84

*Adrian Lyman James H. Bayne*

Mr. James H. Bayne  
Page Three  
August 1, 1984

General Description of the Equipment  
Covered by the Assignment and Transfer:

<u>Number of Units</u>	<u>Description</u>
3	4200 H.P. Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9500, 9501, and 9502.

When the recording of the Fifth Supplement and Assignment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) each of the same to her.

Very truly yours,

*Stuart E. Vaughn*  
Stuart E. Vaughn *fy*

Enclosures

cc: Mr. D. A. Smith  
(Attn: Mr. L. S. Vollmer)

5723 F

---

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES NO. 46

\*\*\*\*\*

FIFTH  
SUPPLEMENT TO EQUIPMENT TRUST  
Dated as of June 30, 1984

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

---

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirtieth day of June, 1984, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of April 1, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 46 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment which has become unsuitable for use; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 46, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	1500 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 1524; GRIP date - March, 1980.
1	1750 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 3196; GRIP date - February, 1979.

TO HAVE AND TO HOLD, as part of the Trust Equipment,  
subject to all of the terms and conditions of the Equipment  
Trust.


This Fifth Supplement may be simultaneously executed  
in several counterparts, each of which so executed shall be  
deemed to be an original, and such counterparts together  
shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance  
with the terms and conditions of the Equipment Trust, and  
the Company, pursuant to due corporate authority, have  
caused these presents to be signed in their respective  
corporate names and their respective corporate seals to be  
hereunto affixed, duly attested, as of the day and year  
first above written.

FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer


Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Vice President and Treasurer

Attest:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA       )  
  ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 30<sup>th</sup> day of June, 1984, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public  
LYNNE N. MCCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 5, 1986

)

)

y

July  
June

Notary Public

